

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Haltmayer Neven</u> (Last) (First) (Middle) 549 BALTIC WAY (Street) SUNNYVALE CA 94089 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HARMONIC INC [ HLT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Vice President, R&amp;D</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/01/2008</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year) <u>02/05/2008</u>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/01/2008		M		10,000	A	\$3.15	15,382	D	
Common Stock	02/01/2008		S		10,000	D	\$10.9	5,382	D	
Common Stock	02/01/2008		M		4,000	A	\$3.46	9,382	D	
Common Stock	02/01/2008		S		4,000	D	\$10.9	5,382	D	
Common Stock	02/01/2008		S		5,382	D	\$10.9	0 <sup>(1)</sup>	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Right to buy	\$3.15	02/01/2008		M			10,000	12/02/2003 <sup>(2)</sup>	12/02/2012	Common Stock	10,000	\$3.15	0	D	
Right to buy	\$3.46	02/01/2008		M			4,000	01/28/2004 <sup>(2)</sup>	01/28/2013	Common Stock	4,000	\$3.46	0	D	

**Explanation of Responses:**

- Represents sales of 5,382 shares previously acquired in the Company's Employee Stock Purchase Plan.
- Twenty-five percent of the Shares subject to the Option vest twelve months after the Vesting Commencement Date, and 1/48 of the Shares subject to the Option vest each month thereafter.

**Remarks:**

/s/ Laura Donovan By  
Attorney-in-Fact: Laura Donovan 02/05/2008

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.